

RR-00021-KSH
Windsor Companies
191 Throckmorton Street
Freehold, NJ 07728

Prepared by Jay Wolf

Assignment of Judgment

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which is hereby acknowledged, **Cherokee Resolutions, Inc.**, formerly known as Cherokee Solutions, Inc., P.O. Box 6357, East Brunswick, NJ 08816 ("**ASSIGNOR**") hereby grants, assigns, transfers and conveys to **Windsor Asset Management, Inc.**, 191 Throckmorton Street, Freehold, NJ 07728, its successors and assigns ("**ASSIGNEE**"), without recourse, all of its right, title and interest in and to that certain Judgment entered on January 2, 2001, by the United States District Court for the Southern District of New York, in the action entitled Cityscape Corp. v. Walsh Securities Corp., in Civil Action No. 98-0223(SHS), granting judgment in favor of plaintiff and against defendant in the amount of \$4,732,568.93.

This Assignment of Judgment shall be binding on the ASSIGNOR and ASSIGNEE and their respective successors and assigns.

This Assignment of Judgment is without recourse to ASSIGNOR in any manner whatsoever.

This Assignment of Judgment is made in accordance with and subject to the terms of a certain Asset Sale Agreement between the ASSIGNOR and ASSIGNEE dated as of February 7, 2006.

IN WITNESS WHEREOF, the undersigned has executed this Assignment of Judgment on this 8th day of February, 2006.

ATTEST

Cherokee Resolutions, Inc.

Karen McManey
Name

Charlotte Cohen
Charlotte Cohen, President

CORPORATE ACKNOWLEDGMENT

STATE OF NEW JERSEY :
: s.s. :
COUNTY OF MIDDLESEX :

Be it remembered, that on this 8th day of February, 2006, before me, the subscriber, in and for said county, personally appeared **Charlotte Cohen**, who, I am satisfied is the person who assigned the within instrument as the **President** of Cherokee Resolutions, Inc., formerly known as Cherokee Solutions, Inc., and delivered the same as such officer aforesaid, and that the within instrument is the voluntary act and deed of such corporation, made by virtue of a Resolution of its Board of Directors.

Witnesseth my hand and seal.

Maria Marquez
Maria Marquez, Notary Public
My commission expires:

MARIA G MARQUEZ
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Dec. 13, 2010